

Edgar Filing: Energy Transfer Partners, L.P. - Form 8-K

Energy Transfer Partners, L.P.  
Form 8-K  
March 12, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 12, 2015

ENERGY TRANSFER PARTNERS, L.P.  
(Exact name of Registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation)	1-11727 (Commission File Number)	73-1493906 (IRS Employer Identification Number)
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3738 Oak Lawn Avenue  
Dallas, Texas 75219  
(Address of principal executive offices)

(214) 981-0700  
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01. Entry into a Material Definitive Agreement.

On March 12, 2015, Energy Transfer Partners, L.P. (the “Partnership”) completed its public offering (the “Offering”) of \$1,000,000,000 in aggregate principal amount of 4.050% Senior Notes due 2025, \$500,000,000 in aggregate principal amount of 4.900% Senior Notes due 2035 and \$1,000,000,000 in aggregate principal amount of 5.150% Senior Notes due 2045 (collectively, the “Notes”). A legal opinion related to the Notes is included as Exhibit 5.1 hereto.

The Notes were issued under the indenture dated as of January 18, 2005 (the “Indenture”), among the Partnership, as issuer, the subsidiary guarantors named therein, and Wachovia Bank, National Association, as trustee, as supplemented by the Fourteenth Supplemental Indenture thereto (the “Supplemental Indenture”), dated as of March 12, 2015, between the Partnership and U.S. Bank National Association, as successor trustee.

The Partnership expects to receive net proceeds of approximately \$2.476 billion from the Offering, after deducting the underwriters’ discount and estimated offering expenses, and intends to use the net proceeds to repay borrowings outstanding under its revolving credit facility, to fund growth capital expenditures and for general partnership purposes.

The terms of the Notes and the Supplemental Indenture are further described in the Prospectus Supplement dated March 5, 2015 relating to the Notes, filed with the Securities and Exchange Commission (the “SEC”) on March 6, 2015, and the accompanying Prospectus dated March 5, 2015, under the captions “Description of Notes” and “Description of the Debt Securities,” respectively, which descriptions are incorporated herein by reference to Exhibit 99.2 of the Partnership’s Current Report on Form 8-K, filed with the SEC on March 11, 2015. Such descriptions do not purport to be complete and are qualified by reference to the Indenture and the Supplemental Indenture, which are filed as Exhibits 4.1 and 4.2, respectively, hereto and are incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit Number Description

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|------|--|
| 4.1  | Indenture dated as of January 18, 2005 among Energy Transfer Partners, L.P., as issuer, the subsidiary guarantors named therein, and Wachovia Bank, National Association, as trustee (filed as Exhibit 4.1 to Form 8-K of Energy Transfer Partners, L.P. filed January 19, 2005 and incorporated herein by reference). |
| 4.2  | Fourteenth Supplemental Indenture dated as of March 12, 2015 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee.   |
| 4.3  | Forms of Notes (included in Exhibit 4.2 above).  |
| 5.1  | Opinion of Latham & Watkins LLP regarding the legality of the Notes.   |
| 23.1 | Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).  |
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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ENERGY TRANSFER PARTNERS, L.P.

By: Energy Transfer Partners GP, L.P.,  
its general partner

By: Energy Transfer Partners, L.L.C.,  
its general partner

Date: March 12, 2015

/s/ Martin Salinas, Jr.  
Martin Salinas, Jr.  
Chief Financial Officer

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EXHIBIT INDEX

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4.2	Fourteenth Supplemental Indenture dated as of March 12, 2015 by and between Energy Transfer Partners, L.P., as issuer, and U.S. Bank National Association (as successor to Wachovia Bank, National Association), as trustee.
4.3	Forms of Notes (included in Exhibit 4.2 above).
5.1	Opinion of Latham & Watkins LLP regarding the legality of the Notes.
23.1	Consent of Latham & Watkins LLP (included in Exhibit 5.1 hereto).